

May 27, 2020

EDWARD J. EMMONS, CLERK

U.S. BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA



WEIL, GOTSHAL &amp; MANGES LLP

Stephen Karotkin (*pro hac vice*)

(stephen.karotkin@weil.com)

Theodore E. Tsekerides (*pro hac vice*)

(theodore.tsekerides@weil.com)

Richard W. Slack (*pro hac vice*)

(richard.slack@weil.com)

Jessica Liou (*pro hac vice*)

(jessica.liou@weil.com)

Matthew Goren (*pro hac vice*)

(matthew.goren@weil.com)

767 Fifth Avenue

New York, NY 10153-0119

Tel: 212 310 8000

Fax: 212 310 8007

Signed and Filed: May 26, 2020

DENNIS MONTALI

U.S. Bankruptcy Judge

KELLER BENVENUTTI KIM LLP

Tobias S. Keller (#151445)

(tkeller@kbkllp.com)

Jane Kim (#298192)

(jkim@kbkllp.com)

650 California Street, Suite 1900

San Francisco, CA 94108

Tel: 415 496 6723

Fax: 650 636 9251

CRAVATH, SWAINE &amp; MOORE LLP

Paul H. Zumbro (*pro hac vice*)

(pzumbro@cravath.com)

Kevin J. Orsini (*pro hac vice*)

(korsini@cravath.com)

Omid H. Nasab (*pro hac vice*)

(onasab@cravath.com)

825 Eighth Avenue

New York, NY 10019

Tel: 212 474 1000

Fax: 212 474 3700

*Attorneys for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:****PG&E CORPORATION,****- and -****PACIFIC GAS AND ELECTRIC  
COMPANY,****Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**ORDER PURSUANT TO BANKRUPTCY  
CODE SECTIONS 105(a) AND 107(b) AND  
BANKRUPTCY RULE 9018 FOR ENTRY  
OF AN ORDER AUTHORIZING THE  
FILING UNDER SEAL OF CERTAIN  
EXIT FINANCING FEE LETTERS**

1           Upon the Motion, dated May 24, 2020 (the “**Motion to Seal**”)<sup>1</sup>, of PG&E Corporation  
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in  
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the  
4 “**Chapter 11 Cases**”), pursuant to sections 105(a) and 107(b) of title 11 of the United States Code (the  
5 “**Bankruptcy Code**”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**  
6 **Rules**”), Rule 1001-2(a) of the Bankruptcy Local Rules for the United States District Court for the  
7 Northern District of California (the “**Bankruptcy Local Rules**”) and the *New District Wide*  
8 *Procedures for Electronically Filing Sealed and Redacted Documents* adopted by the United States  
9 Bankruptcy Court for the Northern District of California (the “**Local Procedures**”), for authority to  
10 file the Fee Letters under seal, as more fully set forth in the Motion to Seal; and this Court having  
11 jurisdiction to consider the Motion to Seal and the relief requested therein pursuant to 28 U.S.C. §§ 157  
12 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General  
13 Order 24 (N.D. Cal.) and Rule 5011-1(a) of the Bankruptcy Local Rules; and consideration of the  
14 Motion to Seal and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b);  
15 and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court  
16 having found and determined that notice of the Motion to Seal as provided to the parties listed therein  
17 is reasonable and sufficient under the circumstances, and it appearing that no other or further notice  
18 need be provided; and this Court having reviewed the Motion to Seal and the Zumbro Declaration;  
19 and this Court having determined that the legal and factual bases set forth in the Motion to Seal  
20 establish just cause for the relief granted herein,

21           **IT IS HEREBY ORDERED THAT:**

- 22           1.       The Motion to Seal is granted on a final basis as provided herein.
- 23           2.       The Debtors are authorized to file the Fee Letters under seal pursuant to sections 105(a)  
24 and 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018.
- 25           3.       The Fee Letters are confidential, shall remain under seal, and shall not be made  
26 available to any person or entity without the consent of the Debtors and the Fee Letter Parties except

27           \_\_\_\_\_  
28           <sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to  
them in the Motion to Seal.

1 that copies of the Fee Letters shall be provided to (i) the Court, (ii) the U.S. Trustee, and (iii) advisors  
2 to the Official Committee of Unsecured Creditors, the Official Committee of Tort Claimants and any  
3 other official committee established pursuant to section 1102 of the Bankruptcy Code on a confidential  
4 and professionals' eyes only basis.

5 4. Notice of the Motion to Seal as provided therein shall be deemed good and sufficient  
6 and the requirements of the Bankruptcy Local Rules are satisfied by such notice.

7 5. The Debtors are authorized to take all actions necessary to effectuate the relief granted  
8 pursuant to this Order in accordance with the Motion to Seal.

9 6. This Court shall retain jurisdiction to hear and determine all matters arising from or  
10 related to the implementation, interpretation, or enforcement of this Order.

11 **\*\* END OF ORDER \*\***  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28